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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

DFINITY USA RESEARCH, LLC, a limited
liability company,

Plaintiff,

v.
ERIC BRAVICK, an individual and DOES 1
through 100, inclusive,

Defendant.

Case No. 5:22-cv-03722-NC

**DEFENDANT'S RESPONSE TO
COURT'S ORDER TO SHOW CAUSE**

Complaint filed: May 11, 2022

1 **I. BACKGROUND**

2 Dfinity USA Research, LLC (“Dfinity USA”) sued Eric Bravick (“Bravick”) in the
 3 Superior Court for the State of California, Santa Clara County on May 11, 2022. Dkt. No. 1,
 4 Notice of Removal (“Notice of Removal”) ¶ 1. Mr. Bravick was personally served with that suit
 5 in Michigan on May 25, 2022. *Id.* ¶ 2. Mr. Bravick removed the suit to this Court on June 24,
 6 2022. *See generally id.*

7 On June 28, 2022, the Court issued an Order to Show Cause (“Order”), directing Mr.
 8 Bravick to show cause, by July 13, 2022, why the case should not be remanded to the state court
 9 for lack of jurisdiction, because Mr. Bravick had not alleged complete diversity under the rules
 10 governing limited liability corporations. Mr. Bravick now responds to that Order.

11 **II. ARGUMENT**

12 This Court has subject-matter jurisdiction under 28 U.S.C. § 1332(a)(1), and the case is
 13 thus removable under 28 U.S.C. § 1441(a), because the amount in controversy exceeds \$75,000,
 14 exclusive of interest and costs, Notice of Removal ¶¶ 5-7, and the parties are citizens of different
 15 states. Mr. Bravick is, and has been at all times since the action began, a citizen of Michigan. *Id.* ¶
 16 10. Dfinity USA is not a citizen of Michigan, and therefore the parties are diverse.

17 A limited liability company (“LLC”) is a citizen of every state of which its
 18 owners/members are citizens. *3123 SMB, LLC v. Horn*, 880 F.3d 461, 465 (9th Cir. 2018).
 19 Plaintiff’s counsel has represented to Mr. Bravick’s counsel that no member of the Dfinity USA
 20 is a resident of Michigan, where Mr. Bravick resides. Declaration of Joachim B. Steinberg in
 21 Support of Defendant’s Response to Order to Show Cause (“Steinberg OSC Decl.”) ¶ 3, Ex. A, C.
 22 Wong Email J. Steinberg, July 6, 2022. Therefore, in this case, complete diversity under the law
 23 governing LLCs is undisputed.

24 The email from Plaintiff’s counsel corroborates independent research done by Defendant.
 25 Based on this research, Defendant has a good-faith belief that none of the owners or members of
 26 Dfinity USA is a citizen of Michigan. *See Carolina Cas. Ins. Co. v. Team Equip., Inc.*, 741 F.3d
 27 1082, 1087 (9th Cir. 2014) (parties may plead jurisdictional allegations upon information and
 28 belief); *see also id.* (“[A]t this early stage in the proceedings, a party should not be required to

1 plead jurisdiction affirmatively based on actual knowledge.”); *Moss v. Infinity Ins. Co.*, No. 15-
 2 CV-03456-JSC, 2015 WL 7351395, at *2 (N.D. Cal. Nov. 20, 2015) (accord); *Ehrman v. Cox*
 3 *Comm’ns, Inc.*, 932 F.3d 1223, 1227 (9th Cir. 2019) (allegations of minimal diversity under
 4 Class Action Fairness Act can be made upon information and belief).

5 Dfinity USA is a Delaware LLC, and the identities of Delaware LLC members are not
 6 available on the public record by default. *See* 6 Del. Code § 18-201 (certificate of formation for a
 7 Delaware LLC does not require identification of members).¹ But based on publicly available
 8 information, it appears that no members of Dfinity USA reside in Michigan. Dfinity USA’s 2018
 9 and 2019 California Statements of Information list Artia Moghbel as either a manager or member,
 10 with an address at 411 Acacia Avenue, Palo Alto, California 94306. Steinberg OSC Decl. ¶ 4-5,
 11 Exs. B and C.² According to Mr. Moghbel’s LinkedIn profile, he is a citizen of Texas. *Id.* ¶ 6, Ex.
 12 D, LinkedIn Profile of Artia Moghbel. The 2019 Statement of Filing is the most recent
 13 submission to the state of California that Defendant has been able to locate.

14 Counsel for Defendant also obtained a company report through D&B Credit, a service
 15 provided by Dun and Bradstreet.³ That report listed seven officers as a “MNG MBR,” which upon
 16 information and belief indicates a status as “Manager/Member” for the LLC. Steinberg OSC
 17 Decl. ¶¶ 7-8, Ex. E, D&B Credit Company Report for Dfinity USA Research, LLC, at 8. Those
 18 seven “MNG MBRs” are: Dominic Williams, who lives in Zurich, Switzerland,⁴ Gian Bochsler,
 19 Jan Camenisch, Josh Drake, Lomesh Dutta, Michael Lee, and Paul Meeusen. *Id.* ¶ 8. Defendant’s
 20 search of publicly available information found no indication that any of these individuals reside in
 21

22 ¹ See also Ross Antonacci, Nicholas Caggiano, Shannon Frazier, Lew Ledyard, Jonathan
 23 Strauss, and Rebecca Kilmon, *An Overview of the Delaware Limited Liability Company Act*,
 24 available at <https://www.morrisjames.com/newsroom-articles-Overview-of-the-Delaware-LLC-Act.html> (“A limited liability company agreement is a private contract between the members. It is
 25 not a public document. Therefore, under the DLLC Act the identity of a DLLC’s members and
 26 managers, and the terms of their relationships, can remain confidential.”)

27 ² The 2019 Statement of Information also identifies an agent in California, Kathy
 28 Nakahara, with an address at 1500 Fashion Blvd., San Mateo, California, 94404. Steinberg OSC
 Decl. ¶ 5, Ex. C.

29 ³ See <https://www.dnb.com/en-gb/products-and-services/db-credit/>

30 ⁴ Mr. Williams’ residence is listed as Zurich, Switzerland on his LinkedIn profile.
 31 Steinberg OSC Decl. ¶ 9, Ex. F. He also has a residence in Palo Alto, California listed on Dfinity
 32 USA’s 2018 and 2019 California Statements of Information. ¶¶ 4-5, Exs. B and C.

1 Michigan. *Id.* ¶¶ 10-15, Exs. F-L. Based on that publicly available information, it appears that
2 the members of the LLC reside in California, Texas, and Switzerland. *Id.* Defendant is unaware of
3 any other possible members of the LLC. There is no known evidence of any other possible
4 members of the LLC. Defendant believes that no members of the LLC are citizens of Michigan—
5 which Plaintiff's counsel has confirmed—and that Dfinity USA is a citizen of California, Texas,
6 and Switzerland. As a result, complete diversity of citizenship between the parties exists, and this
7 Court has subject-matter jurisdiction over the case.

8 Dated: July 8, 2022

Respectfully submitted,

9 CROWELL & MORING LLP

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By: /s/ Gabriel M. Ramsey

12 Gabriel M. Ramsey
Joachim B. Steinberg

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Attorneys for Defendant
Eric Bravick

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